

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, et al.,	X	
	:	
	:	
Plaintiff,	:	No. 04-10584-GAO
v.	:	
	:	
SUN LIFE FINANCIAL, INC., ET AL.,	:	
	:	
Defendants.	:	
:	:	
	X	

**AFFIDAVIT OF RICHARD A. ACOCCELLI IN SUPPORT OF  
PROPOSED INTERVENORS' MOTION TO INTERVENE**

STATE OF NEW YORK     )  
                                      )     ss:  
COUNTY OF NEW YORK    )

I, RICHARD A. ACOCCELLI, being duly sworn, depose and say:

1. I am a member of the Bar of the State of New York and an associate of Weiss & Lurie,<sup>1</sup> Co-Counsel for Plaintiffs Eric Forsythe and Richard Koslow ("Plaintiffs"). I am also co-counsel for Phillip H. Albert, Dennis Branen (as custodian for Dennis and Courtney Branen), John Corona (as trustee of the Corona 1999 Trust), Jacob Elefant, Gary S. Graifman (as beneficiary of MFS Heritage Trust Co. Trustee IRA R/O Gary S. Graifman), Julius Graifman, Lisa and David Greathouse, Pamela Guinther (formerly Pamela Detrich), Paulette Hoggatt (as Trustee for the Josephine S. Serio Trust), Peter Karegeannes, Jr., David P. Miller, Roma Rae Montoya, George F. Owens, James Pingitore, Frank Rich, Hugh Sharkey, Terry A. Swihart, Jack A. Thayer, Anne M. Woehler, and Yong P. Woo (collectively, "Proposed Intervenors"). I submit this Affidavit in support

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<sup>1</sup> On November 10, 2004, Weiss & Yourman changed its firm name to Weiss & Lurie.

of Proposed Intervenor's motion for an Order granting their request to intervene and join as named plaintiffs in the above-captioned action pursuant to Fed. R. Civ. P. 24 ("Rule 24")

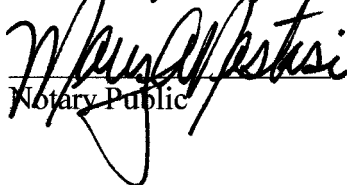
2. Proposed Intervenor's are all former members of the putative class of investors in the Massachusetts Financial Services Fund Complex (the "MFS Funds"), whose rights as MFS Fund shareholders, pursuant to the causes of actions alleged in the Consolidated Amended Complaint filed in this Action on March 3, 2005 (the "CAC"), were effectively extinguished by the Court's Memorandum and Order dated January 19, 2006 (the "January 2006 Order"). In that Order, the Court upheld the Section 36(b) claim under the Investment Company Act of 1940, 15 U.S.C. § 80a-35(b), but ruled that it may only be pursued by shareholders on behalf of the mutual funds they own and not on behalf of the entire fund complex.

3. Proposed Intervenor's wish to join this Action as named plaintiffs pursuant to Rule 24 in order to pursue claims on behalf of their respectively owned mutual funds in the MFS Funds, whose shares they purchased prior to, and continually held since at least, March 25, 2004 (the "Intervenor's Funds"). Proposed Intervenor's do not seek to add any new or different defendants, nor to add any new or different claims. In satisfaction of the procedural requirements set forth in Fed. R. Civ. P. 24(c), as named plaintiffs, Proposed Intervenor's will each adopt and incorporate for his or her complaint the CAC in its entirety, as modified and sustained by the January 2006 Order.

4. Attached hereto as Exhibit A is the list of the Intervenor's Funds.

  
RICHARD A. ACOCELLI

Sworn to before me  
this 2nd day of May in 2006

  
Notary Public

MARY A. NASTASI  
NOTARY PUBLIC, State of New York  
No. 01NA6049406  
Qualified in New York County  
Commission Expires Oct. 10, 2006

**CERTIFICATE OF SERVICE**

I, Julia J. Sun, hereby certify that a true copy of the above document was served upon the attorney of record for each party on May 2, 2006.

/s/ Julia J. Sun

Julia J. Sun

**EXHIBIT A****THE PROPOSED INTERVENORS' MFS FUNDS**

<b>Proposed Intervenor's Name</b>	<b>MFS Funds Owned</b>
Albert, Phillip H.	MFS High Income Fund
Branen, Dennis (as custodian for Dennis & Courtney Branen)	MFS Emerging Growth Fund
Corona, John - Corona 1999 Trust	MFS Intermediate Income Trust
Jacob Elefant	MFS Massachusetts Investors Growth Stock Fund
Gary S. Graifman (as beneficiary of the MFS Heritage Trust Co. Trustee  IRA R/O Gary S. Graifman)	MFS Cash Reserve Fund MFS Managed Sectors Fund (folded into Strategic Growth Fund in 2005)  MFS Research Fund MFS Strategic Growth Fund MFS Total Return Fund
Julius Graifman	MFS Total Return Fund
Greathouse, Lisa & David	MFS Massachusetts Investors Trust MFS Emerging Growth Fund
Guinther, Pamela S. (formerly Pamela Detrich)	MFS Midcap Growth Fund
Hoggatt, Paulette, Trustee for the Josephine G. Serio Trust	MFS Mississippi Municipal Bond Fund
Karegeannes, Peter, Jr	MFS Money Market
Miller, David P.	MFS Strategic Growth Fund
Montoya, Roma Rae	MFS Value Fund
Owens, George F.	MFS International New Discovery Fund
Pingitore, James	MFS Capital Opportunities Fund
Rich, Frank	MFS Strategic Growth Fund
Sharkey, Hugh	MFS Value Fund
Swihart, Terry A.	MFS Massachusetts Investors Growth Stock Fund
Thayer, Jack A.	MFS Emerging Growth Fund MFS Massachusetts Investors Growth Stock Fund
Woehler, Anne M.	MFS Government Securities Fund MFS High Income Fund
Woo, Yong P.	MFS Bond Fund MFS Value Fund